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TALLAHASSEE, FL  
904-222-0191 FAX

RECEIVED



05 AUG 31 PM 1:05  
CSC NETWORKS

ACCOUNT NO. : 072100000039

REFERENCE : 673019 118841A

AUTHORIZATION :

*Patricia Pujols*

COST LIMIT : \$ 78.75

ORDER DATE : August 31, 1995

ORDER TIME : 3:34 PM

ORDER NO. : 673019

CUSTOMER NO: 118841A

CUSTOMER: Craig A. Jaslow, Esq  
CRAIG A. JASLOW, ESQ

Suite 8-307  
9351 Fontainebleau Boulevard  
Miami, FL 33172

DOMESTIC FILING

NAME: VANTAGE CONCEPTS, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

*SAB*  
*9/1/95*

# ARTICLES OF INCORPORATION

OF

VANTAGE CONCEPTS, INC.

FILED

85 11 31 11 47

The undersigned, desiring to form a corporation pursuant to the laws of the State of Florida, hereby makes and files with the Department of State these Articles of Incorporation.

## ARTICLE I

### NAME

The name of the corporation is Vantage Concepts, Inc.

## ARTICLE II

### DURATION

The period of existence of this corporation is perpetual.

## ARTICLE III

### PURPOSE

The purpose for which this corporation is formed is to engage in any and all business permitted under the laws of the State of Florida.

## ARTICLE IV

### POWERS

This corporation shall have the power to carry out any and all of its purposes, and said powers shall include, but not be limited to, the powers granted under the laws of the State of Florida.

## ARTICLE V

### CAPITAL STOCK

The total authorized capital stock of this corporation is one thousand (1000) shares of common stock with a par value of one dollar (\$1.00).

## ARTICLE VI

### PRINCIPAL OFFICE

The location of the corporation's principal office is 34 West Dilido Drive, Miami Beach, Florida 33139.

ARTICLE VII  
INITIAL REGISTERED AGENT

The address and name of the corporation's initial registered agent upon whom process against this corporation may be served is: Craig A. Jaslow, Esq., 9351 Fontainebleau Blvd., Suite B-307, Miami, Florida 33172.

ARTICLE VIII  
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two directors, who shall not be required to be shareholders. The names and addresses of the persons serving as directors are:

Michael Krieger	34 West Dilido Drive Miami Beach, Florida 33139
-----------------	--

Richard Krieger	34 West Dilido Drive Miami Beach, Florida 33139
-----------------	--

ARTICLE IX  
INITIAL OFFICERS

The initial officers of the corporation shall be:

President	Michael Krieger
Secretary	Janice Campbell
Treasurer	Michael Krieger


ARTICLE X  
INCORPORATORS

The name and address of the Incorporator is: Craig A. Jaslow, Esq., 9351 Fontainebleau Blvd., Suite B-307, Miami, Florida 33172.

ARTICLE XI  
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30<sup>th</sup> day of August, 1995.

  
\_\_\_\_\_  
Craig A. Jaslow, Esq.  
Incorporator

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

Vantage Concepts, Inc.

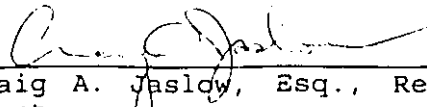
WITNESSETH

That Vantage Concepts, Inc., desiring to organize under the laws of the State of Florida, and having its principal office at 34 West Dilido Drive, Miami Beach, Florida 33139, has named Craig A. Jaslow, Esq., whose address is 9351 Fontainebleau Blvd., Suite B-307, Miami, Florida 33172, as its registered agent/office to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to serve as the registered agent for the corporation, and agree to comply with the applicable provisions of Florida law.

Dated this 30<sup>th</sup> day of August, 1995.

  
\_\_\_\_\_  
Craig A. Jaslow, Esq., Registered  
Agent

P95000067661

LAW OFFICE OF  
CRAIG A. JASLOW  
ATTORNEY AT LAW  
9351 FONTAINEBLEAU BLVD.  
Suite B-307  
MIAMI, FLORIDA 33172  
(305) 220-6546  
Fax (305) 220-7585

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-09/12/96--01034--011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

September 5, 1996

Florida Department  
of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Change of Name of Vantage Concepts, Inc. to Vector  
Products, Inc.; Document No. P95000067661

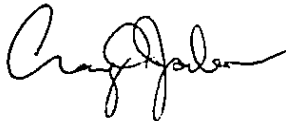
Dear Sir or Madam:

Please file the enclosed Articles of Amendment of Vantage Concepts,  
Inc., changing the name of the Corporation to Vector Products, Inc.

A check in the amount of \$35.00 is enclosed for the filing.

Thank you and please do not hesitate to call if you have any  
questions.

Sincerely,



Craig A. Jaslow

Enc.  
CAJ:lj

SH 9/18

SEP 12 1996  
10 34 AM '96

ARTICLES OF AMENDMENT

OF VANTAGE CONCEPTS, INC.

CHANGING THE NAME OF THE CORPORATION TO  
VECTOR PRODUCTS, INC.

1. Vantage Concepts, Inc. hereby changes its name to Vector Products, Inc. Accordingly, Article I of the Articles of Incorporation of Vantage Concepts, Inc., a Florida corporation, filed with the Florida Department of State on August 31, 1995 is hereby amended to read as follows:

"The name of the Corporation shall be: Vector Products, Inc."

2. The foregoing Amendment was adopted by the Stockholders and Directors of the Corporation on the 1st day of July, 1996.

IN WITNESS WHEREOF, the undersigned President of this corporation have executed these Articles of Amendment this 30<sup>th</sup> day of August, 1996.

  
MICHAEL KRIEGER, PRESIDENT AND DIRECTOR

STATE OF FLORIDA    )  
                                ) ss  
COUNTY OF DADE    )

BEFORE ME, the undersigned authority, personally appeared Michael Krieger, as President of Vantage Concepts, Inc., a Florida corporation, now called Vector Products, Inc., known to me to be the persons who executed the foregoing Articles of Amendment and they acknowledged before me that they executed such instrument for the purposes therein stated.

30<sup>th</sup> IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of August, 1996.

  
NOTARY PUBLIC, STATE OF FLORIDA  
Craig A. Justice

MY COMMISSION EXPIRES:



CRAG A. JUSTICE  
My Commission Expires 12/31/98  
Bonded By Service Ins  
No. CC366309  
 Personally Known     Other I.D.



CRAG A. JUSTICE  
My Commission Expires 12/31/98  
Bonded By Service Ins  
No. CC366309  
 Personally Known     Other I.D.

P95000067661

ATTORNEYS AT LAW  
UNITED NATIONAL BANK TOWER  
154 PALM BEACH LAKES BOULEVARD  
SUITE 1200  
WEST PALM BEACH, FLORIDA 33401

ALAN I. ARMOUR II  
CRAIG S. BARNETT  
GARY N. GERSON  
HERBERT L. GILDAN  
PHILLIP C. GILDAN  
ELAINE JOHNSON JAMES  
JEFFREY B. KAHN  
SUSAN FLEISCHNER KORNSPAN

TELEPHONE (561) 686 3307  
TELEFAX (561) 686 5442

DOMENICK R. LIOCE  
JOHN M. MCDIVITT  
NATHAN E. NASON  
MARK A. PACHMAN  
GREGORY L. SCOTT  
JOHN WHITE II  
THOMAS J. YEAGER

February 14, 1997

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

400002089554--2  
-02/17/97--01100--007  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Vector Products, Inc. / Articles of Amendment  
File No. 5132\10883

Dear Sir or Madam:

Enclosed herewith for filing is the original and one copy of Articles of Amendment for the referenced corporation changing Article V - Capital Stock," as well as a check for \$87.50 representing the \$35.00 filing fee and \$52.50 fee for a certified copy.

An envelope is also enclosed for your convenience in returning the certified copy to us.

Should you have any questions regarding the filing of the enclosed amendment, please call me directly at (561) 471-3520.

Thank you for your assistance.

Sincerely,

NASON, GILDAN, YEAGER, GERSON &  
WHITE, P.A.

Georgina L. Popham  
Legal Assistant

FILED  
97 FEB 17 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2/20/97  
[Handwritten initials and signatures]

Enclosures: Amendment (2)  
Check  
Envelope

cc. Mark A. Pachman, Esq.

ARTICLES OF AMENDMENT  
OF  
VECTOR PRODUCTS, INC.

FILED  
97 FEB 17 PM 2:38  
SECRET  
TALLAHASSEE

1. In accordance with Section 607.1001 of the Florida Business Corporation Act, the following provision of the Articles of Incorporation, as amended, of Vector Products, Inc., a Florida corporation (hereinafter referred to as the "Corporation"), filed with the Office of the Secretary of State in Tallahassee, Florida on August 31, 1995 be, and it hereby is, further amended as follows:

Article V - Capital Stock be, and it hereby is, amended to read as follows:

"ARTICLE V  
CAPITAL STOCK

The total authorized capital stock of this corporation is Ten Million (10,000,000) shares of Common Stock with a par value of One Cent (\$.01) per share."

3. The foregoing amendment was unanimously adopted by the Shareholders and the Directors of the Corporation on the 11th day of February, 1997.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 11th day of February, 1997.

  
\_\_\_\_\_  
Michael Krieger, President